



RECORDATION NO. 24180 FILED

OCT 23 '02 1-23 PM

SURFACE TRANSPORTATION BOARD

October 22, 2002

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of August 23, 2002 between the following parties:

Lessee: Claremont Concord Railroad
P.O. Box 1598
Claremont, NH 03743

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, ten (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated August 23, 2002 related to ten (10) railcars bearing reporting marks TKEN 4050 - 4064, non-inclusive.

Please file this agreement as a primary document. The amount of \$30.00 for the filing fees is included on the enclosed check No. 906. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

A handwritten signature in cursive script that reads 'Julie M. Woodard'.

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

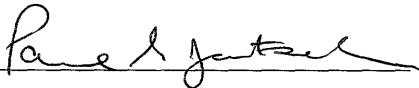
SURFACE TRANSPORTATION BOARD

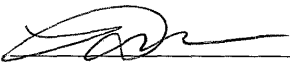
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 23rd day of August, 2002, is intended to evidence the lease dated as of August 23, 2002 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), **CLAREMONT CONCORD RAILROAD**, a Nevada corporation ("Lessee"), and **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ten (10) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH LEASING LTD. (for itself and for
Joseph Transportation Services, Inc. as
Manager)**

CLAREMONT CONCORD RAILROAD

By: 

By: 

Name: Paul G. Jantsch

Name: LORI L. BARNES

Title: Committee Member(JLL)/President (JTSD)

Title: PRESIDENT

Date: August 23, 2002

Date: 8/20/02

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 23rd day of August, 2002, by Paul G. Jantsch, a Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, and the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the company.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF New Hampshire)
) SS:
COUNTY OF Sullivan)

The foregoing instrument was acknowledged before me this 29th day of Aug, 2002, by Lori Barnes, the President of Claremont Concord Railroad, a Nevada corporation, on behalf of the corporation.

Patricia Blackman
Notary Public

My Commission expires:

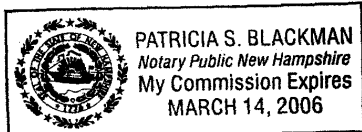
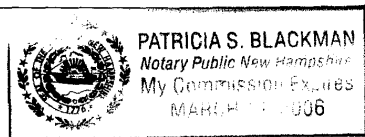


EXHIBIT A

To the Memorandum of Lease dated August 23, 2002, between Joseph Leasing Ltd., Claremont Concord Railroad, and Joseph Transportation Services, Inc.

DESCRIPTION OF UNITS

Ten (10) railcars bearing reporting marks as follows:

TKEN 4050
TKEN 4051
TKEN 4052
TKEN 4053
TKEN 4056
TKEN 4057
TKEN 4058
TKEN 4062
TKEN 4063
TKEN 4064